

**COMBINED DECLARATION
AND POWER OF ATTORNEY**

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a below named inventor, I hereby declare that:

My citizenship, residence and post office address are as listed below next to my name.

I believe I am the original, first and [] sole/[x] joint inventor of the subject matter which is claimed and for which a patent is sought on the invention entitled: **Improved Skin Treatment Composition and Methods of Use**

the specification of which

(a) [] is attached hereto.

(b) [x] was filed on February 9, 2001 as Application Serial No. 09/780060
and was amended on _____.

(c) [] was described and claimed in International Application No. _____ filed on _____ and
amended on _____.

Acknowledgment of Duty of Disclosure

I hereby state that I have reviewed and understood the content of the above identified specification, including the claims, as amended by any amendment referred to above. I acknowledge the duty to disclose information which is material to the patentability of the subject matter claimed in this application in accordance with Title 37, Code of Federal Regulations § 1.56(a).

35 U.S.C. § 120

I hereby claim the benefit under Title 35, United States Code, § 120 of any United States application(s) or 365(c) of any PCT international application designating the United States of America, listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States or PCT international application in the manner provided by the first paragraph of 35 U.S.C. § 112, I acknowledge the duty to disclose material information as defined in 37 CFR § 1.56 which became available between the filing date of the prior application and the national or PCT international filing date of this application:

(Application Serial No.)	(Filing Date)	(Status)(patented,pending,abandoned)	(Patent No. if applicable)
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(Application Serial No.)	(Filing Date)	(Status)(patented,pending,abandoned)	(Patent No. if applicable)
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Power of Attorney

I hereby appoint Carl Oppedahl, PTO Reg. NO. 32,746, Marina T. Larson, PTO Reg. No. 32,038, and D'Arcy Straub, Reg. No. 47,113 of the firm of OPPEDAH & LARSON LLP, having office at P.O. Box 5068, Dillon, CO 80435-5068 as attorneys to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith.

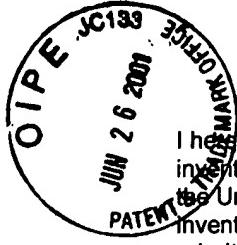
SEND CORRESPONDENCE TO:



021121

PATENT TRADEMARK OFFICE

DIRECT TELEPHONE CALLS TO:
OPPEDAH & LARSON LLP
(970)468-6600

**Claim for Priority**

I hereby claim foreign priority benefits under 35 U.S.C. § 119 (a)-(d) or 365(b) of any foreign application(s) for patent or inventor's certificate, or 365(a) of any PCT international application which designated at least one country other than the United States of America, listed below and have also identified below any foreign applications for patent or inventor's certificate, or of any PCT international application having a filing date before that of the application on which priority is claimed.

EARLIEST FOREIGN APPLICATION(S), FILED WITHIN TWELVE MONTHS (6 MONTHS FOR DESIGN) PRIOR TO SAID APPLICATION

COUNTRY	APPLICATION NO.	DATE OF FILING (day/month/year)	DATE OF ISSUE (day/month/year)	PRIORITY CLAIMED	CERTIFIED COPY ATTACHED
				YES [] NO []	YES [] NO []

FOREIGN APPLICATION(S), IF ANY, FILED MORE THAN 12 MONTHS (6 MONTHS FOR DESIGN) PRIOR TO SAID APPLICATION

COUNTRY	APPLICATION NO.	DATE OF FILING (day/month/year)	DATE OF ISSUE (day/month/year)

Provisional Application

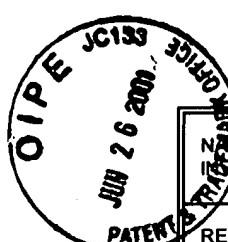
I hereby claim the benefit under 35 U.S.C § 119(e) of any United States provisional application(s) listed below.

60/181,374
(application number) February 9, 2000
(filing date)

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements are made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

NAME OF SOLE OR FIRST INVENTOR	LAST NAME KITSON	FIRST NAME C.	MIDDLE NAME NEIL
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DATE 22 MAY 01	SIGNATURE 		

- [X] Signature for additional joint inventor attached. Number of Pages 1.
[] Signature by Administrator(trix) or legal representative for deceased or incapacitated inventor. Number of Pages .
[] Signature for inventor who refuses to sign or cannot be reached by person authorized under 37 CFR § 1.47. Number of Pages .



NAME OF SECOND INVENTOR	LAST NAME THEWALT	FIRST NAME JENIFER	MIDDLE NAME L.
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RESIDENCE & CITIZENSHIP	CITY OF RESIDENCE	STATE OR COUNTRY OF RESIDENCE	COUNTRY OF CITIZENSHIP
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DATE	SIGNATURE		
NAME OF FOURTH INVENTOR	LAST NAME	FIRST NAME	MIDDLE NAME
RESIDENCE & CITIZENSHIP	CITY OF RESIDENCE	STATE OR COUNTRY OF RESIDENCE	COUNTRY OF CITIZENSHIP
POST OFFICE ADDRESS		CITY	STATE/COUNTRY ZIP CODE
DATE	SIGNATURE		
NAME OF FIFTH INVENTOR	LAST NAME	FIRST NAME	MIDDLE NAME
RESIDENCE & CITIZENSHIP	CITY OF RESIDENCE	STATE OR COUNTRY OF RESIDENCE	COUNTRY OF CITIZENSHIP
POST OFFICE ADDRESS		CITY	STATE/COUNTRY ZIP CODE
DATE	SIGNATURE		